

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



KINGSTONE
金石礦業

CHINA KINGSTONE MINING HOLDINGS LIMITED

中國金石礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1380)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Kingstone Mining Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Thursday, 21 April 2016 at 3/F., Jasmine Room of Best Western Plus Hotel Hong Kong at 308 Des Voeux Road West, Hong Kong, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional placing agreement dated 8 March 2016 (the “**Placing Agreement**”) entered into between the Company as issuer and SEEC Media Securities Limited as placing agent (the “**Placing Agent**”) in relation to the placing of up to 2,000,000,000 shares (the “**Placing Shares**”) of HK\$0.10 each in the share capital of the Company in accordance with the terms and conditions of the Placing Agreement at the placing price of HK\$0.1 per Placing Share, on a best effort basis (a copy of which is produced to the Meeting marked “**A**” and signed by the chairman of the Meeting for the purpose of identification), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new Placing Shares to be allotted and issued under the Placing Agreement, the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the Placing Agreement be and are hereby approved and the board of directors (the “**Directors**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s); and
- (c) any one Director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder, including but not limited to the

execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue and allotment of the Placing Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** to consider and, if thought fit, re-elect Mr. Zhang Weijun as an executive Director.”
3. “**THAT** to consider and, if thought fit, re-elect Ms. Zhang Cuiwei as an executive Director.”
4. “**THAT** to consider and, if thought fit, re-elect Mr. Ma Ho Yin as an independent non-executive Director.”
5. “**THAT** to consider and, if thought fit, re-elect Ms. Wang Yihua as an independent non-executive Director.”
6. “**THAT** to consider and, if thought fit, re-elect Mr. Sheng Guoliang as an independent non-executive Director.”
7. “**THAT** to consider and, if thought fit, authorize the board of Directors to fix the remuneration of the Directors.”

By order of the Board
China Kingstone Mining Holdings Limited
Martin Pak
Company Secretary

Hong Kong, 6 April 2016

Registered office:
PO Box 1350
Clifton House, 75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Unit 6812-13, 68/F
The Center
99 Queen’s Road Central
Hong Kong

Notes:

- (a) Any shareholder of the Company (“**Shareholders**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes and, in such event, the form of proxy shall be deemed to be revoked.

- (c) Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
- (d) All votes to be taken at the Meeting shall be conducted by way of poll.

As at the date of this notice, the Board comprises Mr. Wang Minliang (Chairman), Mr. Zhang Jianzhong, Mr. Zhang Weijun and Ms. Zhang Cui Wei as executive Directors; and Mr. Ma Ho Yin, Ms. Wang Yihua and Mr. Sheng Guoliang as independent non-executive Directors.